

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>BARRETT MICHAEL G.</u>  (Last) (First) (Middle) C/O MAGNITE, INC. 1250 BROADWAY, 9TH FLOOR  (Street) NEW YORK NY 10001  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MAGNITE, INC. [ MGNI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2026	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/09/2026		M		213,750	A	\$0 <sup>(1)</sup>	545,453	D	
Common Stock	01/09/2026		F <sup>(2)</sup>		109,742	D	\$16.17	435,711	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	(3)	01/09/2026		M			213,750	(4)	(4)	Common Stock	213,750	\$0 <sup>(1)</sup>	0	D	

**Explanation of Responses:**

- Equity grant under the Company's Amended and Restated 2014 Equity Incentive Plan.
- Represents the non-discretionary forfeiture of shares on behalf of the Reporting Person pursuant to an arrangement mandated by the Issuer to cover the tax withholding obligations associated with the vesting of the performance stock units ("PSUs") being reported herein.
- Each PSU represents a contingent right to receive, on vesting, one share of the Issuer's common stock, subject to Issuer performance as more specifically described in Footnote 4 herein.
- Vesting of the PSU was determined based on the Issuer's total stockholder return ("TSR") for the three-year period beginning on January 1, 2023 relative to the TSRs of the companies in the Russell 2000 index over that period. The number of PSUs reported in column 5 on the Form 4 filed with the Securities and Exchange Commission on January 4, 2023 reflected the target number of PSUs initially subject to the award. The award was eligible to vest as to 0% to 150% of the target number of PSUs. On January 9, 2026, the Compensation Committee of the Issuer's Board of Directors determined that, based on 126.35% achievement, the Reporting Person actually vested 213,750 shares.

/s/ Aaron Saltz, attorney-in-fact 01/12/2026

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.